

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF GEORGIA  
COLUMBUS DIVISION**

MARTIN CONROY, GERARD MCCARTHY, and  
LOUIS VARELA, derivatively on behalf of Aflac,  
Incorporated,

Plaintiffs,

v.

DANIEL P. AMOS, PAUL S. AMOS, II, DOUGLAS W.  
JOHNSON, CHARLES B. KNAPP, BARBARA K.  
RIMER, ELIZABETH HUDSON, W. PAUL BOWERS,  
JOSEPH L. MOSKOWITZ, MELVIN T. STITH,

Defendants,

-and-

AFLAC, INCORPORATED,

Nominal Defendant.

**C.A. NO. 4:18-CV-00033 CDL**

**DEFENDANTS' MOTION TO DISMISS THE AMENDED SHAREHOLDER  
DERIVATIVE COMPLAINT**

Pursuant to O.C.G.A. § 14-2-744 and Federal Rules of Civil Procedure 23.1 and 12(b)(6), Defendants Daniel P. Amos, Douglas W. Johnson, Charles B. Knapp, Barbara K. Rimer, Elizabeth Hudson, W. Paul Bowers, Joseph L. Moskowitz, and Melvin T. Stith, and nominal Defendant Aflac Incorporated (collectively, "Defendants"), move to dismiss the Amended Shareholder Derivative Complaint ("Complaint") (ECF No. 23) with prejudice. In support of this Motion, Defendants attach Exhibits A-F, which include Declarations from each of the members of the Special Litigation Committee and the reports of the Special Litigation Committee. As will be shown in the Memorandum of Law filed in support of this motion, the Complaint should be

dismissed based upon the extensive investigation and conclusions of the Special Litigation Committee that the claims lack merit and in accordance with the Georgia statutory framework governing derivative actions, O.C.G.A. § 14-2-744, and Federal Rule of Civil Procedure 23.1. In the alternative, the Complaint should be dismissed because it fails state any claim upon which relief may be granted.

WHEREFORE, Defendants respectfully request that the Court grant this Motion, dismiss the Complaint with prejudice, and grant Defendants such other and further relief as the Court deems just and proper.

Respectfully submitted this 5<sup>th</sup> day of March, 2018.

/s/ Mary C. Gill

Mary C. Gill  
Georgia Bar No. 294776  
Lauren T. Macon  
Georgia Bar No. 763604  
ALSTON & BIRD LLP  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424  
Telephone: (404) 881-7000  
Facsimile: (404) 881-7777  
mary.gill@alston.com  
lauren.macon@alston.com

*Attorney for Nominal Defendant Aflac  
Incorporated and Defendants Daniel P. Amos,  
Douglas W. Johnson, Charles B. Knapp,  
Barbara K. Rimer, Elizabeth Hudson, W. Paul  
Bowers, Joseph Moskowitz, Melvin T. Stith*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 5<sup>th</sup> day of March, 2018, I electronically filed the foregoing DEFENDANTS' MOTION TO DISMISS THE AMENDED SHAREHOLDER DERIVATIVE COMPLAINT with the Clerk of Court using the CM/ECF system, which will automatically send notification of such filing upon Counsel of Record, and I served the following attorneys by U.S. Mail:

Dimitry Joffe  
**JOFFE LAW P.C.**  
230 Park Avenue, 10<sup>th</sup> Fl.  
New York, NY 10169  
*dimitry@joffe.law*

Kirby D. Behre  
**MILLER & CHEVALIER**  
900 16<sup>th</sup> St. NW  
Washington, DC 20006  
Telephone: (202) 626-5800  
*kbehre@milchev.com*

David M. Chaiken  
**TROUTMAN SANDERS**  
6000 Peachtree Street, NE  
Suite 3000  
Atlanta, GA 30308  
Telephone: (404) 885-2587  
*David.chaiken@troutmansanders.com*

/s/ Lauren T. Macon  
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Lauren T. Macon  
Georgia Bar No. 763604